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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND DISALLOWING PROOF OF
CLAIM NUMBER 11531 (PREFERRED SOURCING LLC)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,
including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-
possession in the above-captioned cases (the "Debtors") and Preferred Sourcing LLC
("Claimant") respectfully submit this Joint Stipulation And Agreed Order
Compromising And Disallowing Proof Of Claim Number 11531 (the "Stipulation") and
agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, prepetition, Claimant overcharged DAS LLC by \$114,452 for wire harness assembly services with respect to Nissan and BMW inspection services (the "Amount Overcharged"); and

WHEREAS, prepetition, DAS LLC incurred debts totaling \$97,416.63 owed to Claimant for unpaid invoices (the "Invoices Owing"); and

WHEREAS, on July 27, 2006, Claimant filed proof of claim number 11531, (the "Claim") against DAS LLC; and

WHEREAS, the Claim asserts a secured claim in the amount of \$97,416.63 secured by a right of setoff; and

WHEREAS, on November 19, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Third Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Claim, (B) Certain Equity Claims, (C) Insufficiently Documented Claim, (D) Certain Claims Not Reflected On Debtors' Books And Records, And (E) Certain Claims Subject To Modification, Modified Claims Asserting Reclamation, Claim Subject To Modification That Is Subject To Prior Order, And Modified Claim Asserting Reclamation That Is Subject To Prior Order (Docket No. 10982) (the "Twenty-Third Omnibus Claims Objection"); and

WHEREAS, the Debtors and Claimant have reconciled all applicable prepetition invoices and determined that the Amount Overcharged resulted in Claimant obtaining amounts from DAS LLC that were greater than the Invoices Owing.

WHEREAS, to resolve the Twenty-Third Omnibus Claims Objection with respect to the Claim, Claimant and DAS LLC have agreed to enter into a settlement agreement (the "Settlement Agreement").

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

WHEREAS, pursuant to the Settlement Agreement, Claimant acknowledges and agrees that the Amount Overcharged resulted in Claimant obtaining amounts from DAS LLC that were greater than the Invoices Owing.

WHEREAS, pursuant to the Settlement Agreement, Claimant acknowledges and agrees that the Claim shall be disallowed; and

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. Within three (3) business days of the date hereof, Claimant shall pay to DAS LLC in cash the sum of \$16,827 and no further amount is owing by Claimant as a result of the Overpayment.

2. The Claim shall be disallowed in its entirety and expunged.

[signatures concluded on following page]

Dated: New York, New York
January 24, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
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Dated: Indianapolis, Indiana
January 24, 2008

PREFERRED SOURCING LLC
By its Counsel,
SOMMER BARNARD, P.C.
By:

/s/ John R. Humphrey

JOHN R. HUMPHREY
One Indiana Square, Suite 3500
Indianapolis, Indiana 46204-2023
317-713-3500

SO ORDERED

This 25th day of February, 2008
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE